

APR 27 1976 - 1 52 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of March 31, 1976, and executed in the City of Montreal, Province of Quebec,

BETWEEN:

ROYMOR LTD., a company duly incorporated under the laws of Quebec and having an office and place of business in the City and District of Montreal, (hereinafter called the "Lessor"),

AND

CANADIAN NATIONAL RAILWAY COMPANY, a company duly incorporated by the Parliament of Canada, and having an office and place of business in the City and District of Montreal (hereinafter called the "Lessee").

WHEREAS by a Lease of Railroad Equipment dated as of December 15, 1975 (hereinafter called the "Lease") the Lessor leased to the Lessee the units of railroad equipment described in Schedule "A" thereto.

WHEREAS the Lessor and the Lessee desire to amend the Lease.

NOW, THEREFORE, THE LESSOR AND THE LESSEE HERETO HAVE AGREED WITH EACH OTHER AS FOLLOWS:

That the words "twenty per cent (20%) of the Unit Cost as set out in Schedule "A" applicable to such Units." at the end of the first sentence of Article 12 of the Lease be replaced with the words "their then fair market value.".

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these

presents to be signed in their respective corporate names  
by duly authorized officers and their respective corporate  
seals to be hereunto affixed, as of the date first above  
written.

ROYMOR LTD.

by:

[Signature]  
Vice-President

[Signature]  
Secretary

CANADIAN NATIONAL RAILWAY COMPANY

by:

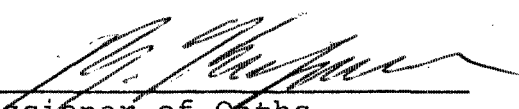
[Signature]  
Vice-President

[Signature]  
Assistant-Secretary




PROVINCE OF QUEBEC  
CITY OF MONTREAL

On this 31st day of March, 1976, before me personally appeared J. D. Bell, to me personally known, who, being by me duly sworn, says that he is the Secretary of ROYMOR LTD., that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation and that on the 31st day of March, 1976, the said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors and he acknowledged that the execution of the said instrument was the free act and deed of the said corporation.

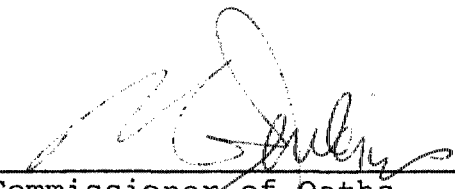
  
Commissioner of Oaths

R. J. KUDZMAN  
Commissioner for Oaths  
for the District of Montreal

My Commission ~~is for life~~ expires January 29, 1981 

PROVINCE OF QUEBEC  
CITY OF MONTREAL

On this 31st day of March, 1976, before me personally appeared L. A. Fuller, to me personally known, who, being by me duly sworn, says that he is an Assistant Secretary of CANADIAN NATIONAL RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation and that on the 31st day of March, 1976, the said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors and he acknowledged that the execution of the said instrument was the free act and deed of the said corporation.

  
Commissioner of Oaths

R. G. Jenkins,  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District - Montreal  
Expires June 11 1977

My Commission ~~is for life~~